# Edgar Filing: CHOICE HOTELS INTERNATIONAL INC /DE - Form 5

#### CHOICE HOTELS INTERNATIONAL INC /DE

Form 5

February 10, 2005

redruary 10	, 2003										
FORM	<b>1</b> 5							_	PROVAL		
			S SECURITIES AND EXCHANGE COMMISS				MMISSION	OMB Number:	3235-0362		
Check the no longer			Washington, 1	D.C. 20549				Expires:	January 31, 2005		
to Section Form 4 o 5 obligati may cont	r Form ANN ons inue.	· -	ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per response 1.0			
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported											
	Address of Reporting BARBARA	Sym					6. Relationship of Reporting Person(s) to ssuer				
			TERNATION A		[CH	H]	(Checl	k all applicable)			
(Last)	(First) (M	(Mo	ratement for Issuer nth/Day/Year) 31/2004	<del></del> .				DirectorX10% OwnerOfficer (give titleOther (specify below)			
10770 COLUMBIA PIKE, SUITE 100											
	(Street)		4. If Amendment, Date Original 6. Filed(Month/Day/Year)				Individual or Joint/Group Reporting				
			(check applicable line)								
SILVER SPRING, MD 20901  _X_ Form Filed by One Reporting PersonForm Filed by More than One Reporting Person											
(City)	(State)	Acquir	ed, Disposed of	isposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transaction (A) or Disposed of (D Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	or (D)	Price	4)				
Common Stock	Â	Â	Â	Â	Â	Â	43,816	I	See Footnote		
Common Stock	Â	Â	Â	Â	Â	Â	52,646	I	See Footnote (3)		
Common Stock	Â	Â	Â	Â	Â	Â	278,920	I	See Footnote		

#### Edgar Filing: CHOICE HOTELS INTERNATIONAL INC /DE - Form 5

									<u>(4)</u>
Common Stock	01/27/2004	01/27/2004	J	8,900	D	\$ 0	85,742	I	See Footnote (8) (9)
Common Stock	01/27/2004	01/27/2004	J	8,900	A	\$ 0	1,188,188	I	See Footnote (1) (9)
Common Stock	08/07/2004	08/07/2004	J	139,280	D	\$ 0	421,697	I	See Footnote (6) (10)
Common Stock	08/07/2004	08/07/2004	J	7,836	D	\$ 0	55,242	I	See Footnote (5) (10)
Common Stock	08/07/2004	08/07/2004	J	14,087	D	\$ 0	99,307	I	See Footnote (7) (10)
Common Stock	09/01/2004	09/01/2004	J	5,908	A	\$ 0	61,150	I	See Footnote (5) (11)
Common Stock	09/01/2004	09/01/2004	J	10,622	A	\$0	109,929	I	See Footnote (7) (11)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Persons who respond to the collection of information

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. of D So O En Is Fi (In
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

SEC 2270

(9-02)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAINUM BARBARA 10770 COLUMBIA PIKE SUITE 100

Â X Â Â

SILVER SPRING, MDÂ 20901

## **Signatures**

Christine A. Shreve; Attorney-in-fact 02/10/2005

\*\*Signature of Reporting Person I

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares owned by the Barbara Bainum Declaration of Trust (the "BB Trust") in which Ms. Bainum is the sole trustee and current beneficiary.
- The proportionate interest of the BB Trust in shares (600,000) owned by Mid Pines Associates, L.P. ("Mid Pines"), in which the BB Trust has shared voting authority.
- (3) The proportionate interest of the Barbara Bainum Grantor Retained Annuity Trust ("GRAT") dated September 5, 1996, the sole trustee of which is Ms. Bainum, in shares (600,000) owned by Mid Pines.
- (4) The proportionate interest of the BB Trust in shares (3,567,869) owned by Realty Investment, Co, Inc., a real estate investment and management company in which the BB Trust is a noncontrolling shareholder.
- (5) The proportionate interest of certain trusts in shares (600,000) owned by Mid Pines for the benefit of Ms. Bainum's sons and nephews. Ms. Bainum is the sole trustee and her sons and nephews are the beneficiaries. Beneficial ownership is disclaimed.
  - The proportionate interest in shares (3,567,869) owned by Realty Investment Company, Inc. for the benefit of: a) trusts for Ms.

    Bainum's sons and nephews. Ms. Bainum is the sole trustee and her sons and nephews are the beneficiaries AND b) shares in UTMA
- (6) Bainum's sons and nephews. Ms. Bainum is the sole trustee and her sons and nephews are the beneficiaries AND b) shares in UTMA accounts for the benefit of Ms. Bainum's nephews who are minors. Beneficial ownership is disclaimed.
- (7) Shares owned by certain trusts for the benefit of Ms. Bainum's sons and nephews. Ms. Bainum is the sole trustee and her sons and nephews are the beneficiaries. Beneficial ownership is disclaimed.
- (8) Shares owned by the GRAT in which Ms. Bainum is the sole trustee and current beneficiary.
- (9) The GRAT distributed shares to the BB Trust.
- (10) Shares were distributed in liquidation of a trust for the benefit of one of Ms. Bainum's sons.
- (11) Trusts for the benefit of Ms. Bainum's nephews received additional shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3